# This Page Is Inserted by IFW Operations and is not a part of the Official Record

### **BEST AVAILABLE IMAGES**

Defective images within this document are accurate representations of the original documents submitted by the applicant.

Defects in the images may include (but are not limited to):

- BLACK BORDERS
- TEXT CUT OFF AT TOP, BOTTOM OR SIDES
- FADED TEXT
- ILLEGIBLE TEXT
- SKEWED/SLANTED IMAGES
- COLORED PHOTOS
- BLACK OR VERY BLACK AND WHITE DARK PHOTOS
- GRAY SCALE DOCUMENTS

## IMAGES ARE BEST AVAILABLE COPY.

As rescanning documents will not correct images, please do not report the images to the Image Problems Mailbox.



Please type a plus sign (+) inside this box →

3628 # 4 New Platty

PTO/SB/82 (11-96)
Approved for use through 6/30/99. OMB 0651-0035 =
Patent and Trademark Office; U.S. DEPARTMENT OF COMMERCE

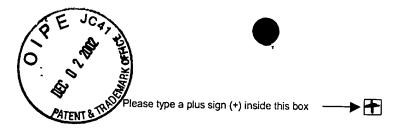
Under the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless it displays a valid OMB control number.

### **REVOCATION OF POWER OF** ATTORNEY OR **AUTHORIZATION OF AGENT**

| Application Number     | 09/579.789    |  |
|------------------------|---------------|--|
| Filing Date            | 5/26/00       |  |
| First Named Inventor   | heifel        |  |
| Group Art Unit         | 3625          |  |
| Examiner Name          | Kers          |  |
| Attorney Docket Number | YMEDIA, OCIOA |  |

| I hereby revoke all previous powers of attorney or authorize application:  | ations of agent giv | en in the above-identified                                |               |
|--|---------------------|---|---------------|
| A Power of Attorney or Authorization of Agent is su  OR  |                     |   |               |
| Please change the correspondence address for the Customer Number   | above-identified a  | pplication to:  Place Customer Number Bar Code Label here |               |
| Firm or Individual Name  |                     |   | 1             |
| Address  | *                   |   | 1             |
| Address  |                     |   | ]             |
| City   |                     |   | _             |
| Country  | State               | ZIP .   |               |
| Telephone  | Fax                 | Rr.   |               |
| I am the:  Applicant.  Assignee of record of the entire interest  Certificate under 37 C.F.R 3.73(b) is enclosed |                     | GROUP   | 6 2002<br>36C |
| SIGNATURE of Applicant or Assig  | nee of Record       |   |               |
| Name Richard Schmitz Vice President Date 29.10.2002  | sident En           | gineering 6m5H  |               |

Burden Hour Statement: This form is estimated to take 0.2 hours to complete. Time will vary depending upon the needs of the individual case. Any comments on the amount of time you are required to complete this form should be sent to the Chief Information Officer, Patent and Trademark Office, Washington, DC 20231. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Assistant Commissioner for Patents, Washington, DC 20231.



PTO/SB/81 (10-00)
Approved for use through 10/31/2002. OMB 0651-0035
U.S. Patent and Trademark Office; U.S. DEPARTMENT OF COMMERCE

Under the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless it display a valid OMB control number.

## POWER OF ATTORNEY OR AUTHORIZATION OF AGENT

| Application Number     | C9/579.789   |
|------------------------|--------------|
| Filing Date            | 5/26/00      |
| First Named Inventor   | Reifel       |
| Group Art Unit         | 3625         |
| Examiner Name          | Kerr         |
| Attorney Docket Number | YMEDIA OCICA |

| I hereby appoint:  |   |
|--|---|
| OR Num   | re Customer<br>nber Bar Code<br>el here |
| Name Registration Nu   | mber                                    |
| as my/our attorney(s) or agent(s) to prosecute the application identified above, and to business in the United States Patent and Trademark Office connected therewith.         | transact all                            |
| Please change the correspondence address for the above-identified application to:  The above-mentioned Customer Number.  OR  | GROLL 2002                              |
| Firm or Individual Name  |   |
| Address Address  |   |
| City   | Zip                                     |
| Country  | zip                                     |
| Telephone Fax  |   |
| I am the:  Applicant/Inventor.  Assignee of record of the entire interest. See 37 CFR 3.71.  Statement under 37 CFR 3.73(b) is enclosed. (Form PTO/SB/96).                     |   |
| SIGNATURE of Applicant or Assignee of Record   |   |
| Name Richard Schmitz Vice President Engineer   | ing Dialog Semiconductor built          |
| Signature  | - Semiconductor omly                    |
| Date 29.10.2002  |   |
| NOTE: Signatures of all the inventors or assignees of record of the entire interest or their representative(s) are reforms if more than one signature is required, see below*. | equired. Submit multiple                |
| □ *Total offorms are submitted.  |   |

Burden Hour Statement: This form is estimated to take 3 minutes to complete. Time will vary depending upon the needs of the individual case. Any comments on the amount of time you are required to complete this form should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, Washington, DC 20231. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Assistant Commissioner for Patents, Washington, DC 20231.



PTO/SB/96 (08-00)
Approved for use through 10/31/2002. OMB 0651-0031
U.S.Patent and Trademark Office; U.S. DEPARTMENT OF COMMERCE
of a collection of information uniformatic process.

U.S.Patent and Trademark Office; U.S. DEPARTMENT OF COMMERCE
Under the Processor and Trademark Office; U.S. DEPARTMENT OF COMMERCE
Under the Processor and Trademark Office; U.S. DEPARTMENT OF COMMERCE
Under the Processor and Trademark Office; U.S. DEPARTMENT OF COMMERCE

| ENT & CO   |        |
|--|--------|
| STATEMENT UNDER 37 CFR 3.73(b)   |        |
| Applicant/Patent Owner: Dialog Serviconductor Comb H   |        |
| Application No./Patent No.: 69/ 579, 789 Filed/Issue Date: 5/26/00   |        |
| Entitled: Methods And Systems for Managing The Distribution of Image   |        |
| Dialog Salucarductor (Traby a Corporation  |        |
| (Name of Assignee) (Type of Assignee, e.g., corporation, partnership, university, government agency, etc.)   |        |
| atatan that it in  | C      |
| states that it is:  1. If the assignee of the entire right, title, and interest; or  |        |
| 2. an assignee of less than the entire right, title and interest.  | 0 8 20 |
| The extent (by, percentage) of its ownership interest is%  | C Way  |
| in the patent application/patent identified above by virtue of either:   | CENTON |
| A. [ ] An assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the United States Patent and Trademark Office at Reel, Frame, or for which a copy thereof is attached.   |        |
| OR   |        |
| B. A chain of title from the inventor(s), of the patent application/patent identified above, to the current assignee as shown below:   |        |
| 1. From: Reifel, et al. TO: VINKEDIA CORPORATION   |        |
| The document was recorded in the United States Patent and Trademark Office at  |        |
|  |        |
| 2. From: Media Convention To: San Diego Wheleale Credit HSSW.  The document was recorded in the United States Patent and Trademark Office at   |        |
| Reel, Frame, or for which a copy thereof is attached.  |        |
| 3. From San D'ego Wholeste Credit Assoc. To: Dialog Semiconductor Comb H   |        |
| The document was recorded in the United States Patent and Trademark Office at Reel, Frame, or for which a copy thereof is attached.  |        |
| [ ] Additional documents in the chain of title are listed on a supplemental sheet.   |        |
| Copies of assignments or other documents in the chain of title are attached.  [NOTE: A separate copy (i.e., the original assignment document or a true copy of the original document) must be submitted to Assignment Division in accordance with 37 CFR Part 3, if the assignment is to be recorded in the records of the USPTO. See MPEP 302.08] |        |
| The undersigned (whose title is supplied below) is authorized to act on behalf of the assignee.  |        |
| 29.10.2002 Kichard Schmitz   |        |
| Date Typed or printed name   |        |
| Vice President Engineering   |        |
| Title  |        |

Burden Hour Statement: This form is estimated to take 0.2 hours to complete. Time will vary depending upon the needs of the individual case. Any comments on the amount of time you are required to complete this form should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, Washington, DC 20231. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Assistant Commissioner for Patents, Washington, DC 20231.

PATENT

Client Code: YMEDIA.006A

Page 1

GRO!

Application No.: Unknown Filing Date: Herewith

#### ASSIGNMENT

WHEREAS, We, Mitchell Reifel, a United States citizen, residing at 2147 Iris Place, Costa Mesa, California 92627; Gregory Urban, a United States citizen, residing at 16 Grassy Knoll Lane, Las Flores, California 92688; and Ian Olsen, a United States citizen, residing at 31 Cervantes, Newport Beach, California 92660, have invented certain new and useful improvements in a METHODS AND SYSTEMS FOR MANAGING THE DISTRIBUTION OF IMAGE CAPTURE DEVICES, IMAGES, AND PRINTS for which we have executed an application for Letters Patent in the United States, on even date herewith;

AND WHEREAS, YMedia Corporation (hereinafter "ASSIGNEE"), a Delaware Corporation, with its principal place of business at 23172 Plaza Pointe Drive, Suite 285, Laguna Hills, California 92653, desires to acquire the entire right, title, and interest in and to the said improvements and the said Application:

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to me in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, we, the said inventors, do hereby acknowledge that we have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, the entire right, title, and interest throughout the world in, to and under the said improvements, and the said application and all divisions, renewals and continuations thereof, and all Letters Patent of the United States which may be granted thereon and all reissues and extensions thereof, and all rights of priority under International Conventions and applications for Letters Patent which may hereafter be filed for said improvements in any country or countries foreign to the United States, and all Letters Patent which may be granted for said improvements in any country or countries foreign to the United States and all extensions, renewals and reissues thereof, and we hereby authorize and request the Commissioner of Patents of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents on applications as aforesaid, to issue all Letters Patent for said improvements to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND WE HEREBY covenant and agree that we will communicate to the said ASSIGNEE, successors, legal representatives and assigns, any facts known to us respecting said improvements, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing and reissue applications, make all rightful oaths and generally do everything possible to aid the said ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper patent protection for said improvements in all countries.

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 24 day of 92, 20

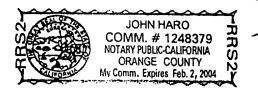
1000

STATE OF CALIFORNIA SS.

On Light Tocco, before me, OHN HARD NOWEY, personally appeared Mitchell Reifel personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]



PATENT

Application No.: Unknown Filing Date: Herewith

Client Code: YMEDIA.006A

Page 2

| IN LESTIMONY WHEREOF, I hereunto set my hand and seal this $\angle T$ day of $\underline{778}$ , $200$   |
|--|
| Gregory Urban  |
| STATE OF CHILIFORNIA SS.  COUNTY OF CHILIFORNIA SS.  |
| On 24 m/2 3620, before me, Jahn History, personally appeared Gregory Urban personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument. |
| WITNESS my hand and official seal.  JOHN HARO COMM. # 1248379 NOTARY PUBLIC CALIFORNIA ORANGE COUNTY My Comm. Expires Feb. 2, 2004  Notary Signature   |
| IN TESTIMONY WHEREOF, I hereunto set my hand and sent this day of MAY, 2000.   |
| STATE OF MITTOPATO   |

On NOTALY, before me OHN HOPO NOTALY, personally appeared Ian Olsen personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]

JOHN HARO
COMM. # 1248379
NOTARY PUBLIC-CALIFORNIA
ORANGE COUNTY
My Comm. Expires Feb. 2, 2004

SS.

Notary Signature

L:\DOCS\DNW\DNW-2193.DOC: clk 051900

COUNTY OF CIZALLE

A STATE OF THE STA

| _            |  |
|--------------|--|
| <b>4</b> 002 |  |

| (A) | • |
|-----|---|

| . 07 <u>/</u> §                | 08_2002<br>05-91-5707          | 14:58                                     | FAZ, 85 <u>8</u>   | . 720.25<br>IEO CEN                | žistu<br>Kiation   | Вков   | ECK SD                         | Km                                      |                              |                             |                                       |                |          |
|--------------------------------|--------------------------------|---|--|------------------------------------|--|--|--------------------------------|---|------------------------------|-----------------------------|---------------------------------------|----------------|----------|
| . [                            |                                |   |  | (5                                 | n:Milita a n   |  | #10-043-82B                    | 1                                       | T=54B                        | <br>                        |                                       |                |          |
| 1                              | This a                         | AND DE ZA                                 | far  |                                    | - Comment  | 1 W2210  | NMEN.                          | T.                                      | V                            | 1732                        | F-482                                 | n              |          |
|                                | BY                             | Y=1                                       | EDAY   | this                               | 10th   | —с <del>д</del> у ог   | J -43                          | une                                     |                              | . *.                        |                                       |                |          |
| 1                              | of (addon                      | - last                                    |  |                                    |  | <u> </u>   |                                |   |                              |                             | <b>20</b> 0_2                         |                |          |
| . #                            |                                | >/ <u></u>                                | 147_CALT   | PORNIA                             | AVENUE   | Ø11 v  |                                | <u> </u>                                |                              |                             |                                       |                |          |
| - 1                            | -                              |   |  |                                    | AVENUE   | TO CIP   | 50                             |   |                              |                             | , ,                                   | •              |          |
|                                | in the Cife                    | r of                                      | RVINE  |                                    |  |  |                                |   |                              |                             |                                       |                |          |
| #                              | Story of Call                  | Arpin num                                 | -0-1   |                                    | 2612-304   | 5c   | opprint of                     | ORANGE                                  |                              |                             |                                       |                |          |
| }                              | contorarion.                   | of San Die                                | A California I   | entry (City of                     | wither referred to   | S as assignor  | MEARINA                        |   |                              |                             |                                       | 1              |          |
| 1.                             | wr Wr                          | TNESSET                                   | Hi Then will a   |                                    | mand batt pain   | inalar relatu  | A to as taska<br>noval DIEC    | iO CREDIT                               | <b>ASSOCIA</b>               | DON IC                      | difornia                              |                |          |
|                                |                                | 1   |  | . ،                                |  | ፈረርም ስይተስፋ ል   |                                |   |                              |                             |                                       |                |          |
| 1 3                            | THE PROPERTY.                  | in salan'                                 | ਪ੍ਰਿਸ਼ ਦਿਲਦਾ ਹਨ।<br>ਹਿਮਾਇਹੀਡਰੀ, ਸੰਦੀ   | to by these                        | स्ट्रियाच्य विकास,<br>स्ट्रियाच्य विकास स्ट्रिय  | ic Dalin (3)   | co) to scale                   | का जा क्यांत है<br>क्यांक्यांक्यां हैं। | to be perfe                  | med by th                   | c bath                                |                |          |
| n n                            | - 14                           |   | Silbertad base.  |                                    | ACCEPTATE A CLASS  | ISPO SHOWS TO  |                                | אלו סוב עיני                            | the seco                     |                             | · · · · · · · · · · · · · · · · · · · | 1              |          |
| 9                              | heaper map<br>an in pank       | deposits p                                | OLEMA, copyrig   | ne comigas                         | store fulliture  | and Dental   | book person                    | ecompt fire                             | on executive of              | it every ki<br>it, includio | मेर्च कार्च<br>20. birt               |                |          |
| 11                             | <b></b> ·                      |   |  |                                    | hopic croscs (V  | action that a  | - vertends' Cli                |   | n that are L                 | Coults and                  | ****                                  |                |          |
|                                | PARimed                        | व्यक्तियम् सम                             |  | กิดเ <i>ล</i> ่                    |  |  | A mental t                     | POLIZACIONI Q                           | PC received                  | hu sha                      | METERS.                               |                |          |
| . 30                           | goes spo yester<br>guesto on M | Street door                               | ments to probe   | program symptoms by the            | work off chains<br>U.S. Transpry<br>a sold assignee<br>parament.   | Debattuient  | and the major<br>speciment of  | Tell excess a                           | nake yazato                  | fare or her                 | -A-                                   |                |          |
|                                |                                |   |  |                                    |  |  |                                |   |                              |                             |                                       |                |          |
| ٨٣                             | ather.<br>To evolution         |   | sheld harmers  | क्र स्टब्री स्थान                  | A coomer -   |  | tala terbahan<br>T             |   |                              |                             |                                       |                |          |
| Thi                            | E JOSEPH                       |   | noon stre up!  | ocluded in th                      | a tangkument<br>of coduser or  | -क्षात्रका <u>म्</u>   | polymen styl                   | क्राक्ट कार्य का                        | y Labor L                    | nion or 7                   | nada I                                |                |          |
| off                            |                                |   |  |                                    |  |  |                                |   |                              |                             |                                       | •              |          |
| the                            | eneconte af                    | ency who                                  | Carri dioresto   | क्राप् च्याकार्यः<br>ह्यासम्बद्धाः | ine attoholis bi   | MOUSTING IS IN   | y and brace to<br>whenever 168 | Com as his l                            | light for the                | e mia pag                   | PCSSC                                 |                |          |
| inch                           | روحه من ياصي                   | see the the                               | and of standing in   | povernica<br>n em eloquin          | is sometally in  | eccupation A   | ings the fourth                | Mor benchy                              | का सम्बोधक                   | anigree u                   | alod II of                            |                |          |
|                                | The are                        | char make                                 | ribes the forum  | riine of his                       | ries and by the  |  |                                |   | Thomas                       | ල නැක්කිය                   | umstå.                                |                |          |
|                                | Said ass                       | signos (s se                              | Drown the se   | <br>                               | rus and by the   | U.S. Postal I  | chemical m                     | dirason by                              | the Assume                   | <u> </u>                    |                                       |                | <b>.</b> |
| k to                           | 100 Jan 40                     | n enGustic P                              | Scot by the are  | Manuer to early                    | ANAMAI RIG KÜT   | DUSTERS, SP  | Guld it down                   | نند محمده ط                             |                              | 9                           | . /                                   |                | :::      |
| व्यविद्यालया ।<br>व्यविद्यालया | amelam                         |   | M. TOO DRINGS  | s and enter a                      | ,  | STATE OF THE PARTY | DC IC flum A.                  |   |                              | d och git s                 | nd                                    | * ***          | V-7/4    |
| PRYEK                          | अप्रदेशी स्ट                   | क्षा कार्य क्षा है।<br>जन्म कार्य क्षार्थ | ings of my lic   | Ou may of a                        | in the several is<br>I disposed of an<br>Ald Properly as<br>Salgace and its:   | ki propery, s<br>ki grup indaha  | الحد طعطيطيري                  | all institys                            | winch said                   | net broom                   | ete<br>Erv                            |                |          |
| i                              | 16-4-6                         |   |  |                                    |  | march and i  | D autokney fee                 | #Ssitrona                               | OHING                        | ed buscult.                 | α <b>μ</b>                            |                |          |
|                                |                                |   |  |                                    |  |  |                                |   |                              |                             | 4                                     |                |          |
| THO THE                        | देशक का प्रमुख<br>कार प्रमुख   | त्राहरूको क्षित्र<br>भारतस्क्रम् क्षित    | may be carre   | d car imade s                      | वृत्रमुक्ताराय गार<br>व्यु स्टब्स् (१) होते<br>व्यु स्टब्स् (१) होते   | क्ष्मीच्याक्षर वर्ष<br>विद्यार्थित कार्याः   | COM BUT SOFT                   | de landare                              | a er amprije<br>n orskonorij | chocks, da<br>Istorius: th  |                                       |                |          |
|                                | Sold and                       |   |  |                                    | **   |  | u E. J. J.                     | - · · · · -                             | y                            | काञाध्यक्ष                  | ~ 4                                   |                |          |
| 2000m                          | य ग्रेष्ठ सम्ब                 | ally doesn o                              | CONTROLL OF THE PARTY OF THE PA | ency could his                     | ngicate and to   | durin ageus  | , lield repre                  | scomtiven a                             | ndior one-                   |                             | _                                     |                |          |
| hocusin                        | व कार्य भ देश                  | em opecare<br>mar or real                 | Section and self   | nominace er                        | inc may conside the may are any to any to address and address a | ngwati Pena<br>Lesaumanci i  | per pero mil                   | DOWER and                               | entrody K                    | obes per                    |                                       |                | , y .    |
| , executive                    | eten et contido                | ction with t                              | AND DEPT SEED AND DESTRUCTION  | 35 53(d 33xio                      | reson with 201<br>Lisson with 201  | many to do   | Buch other                     | s and so so                             | ection anda                  | المحور المحوري<br>المحوريون |                                       |                | • •      |
|                                |                                |   |  | anier hareun                       | to see that have   | ن ويدست  |                                | 1                                       | 9.89.50                      |                             |                                       |                |          |
| ABSTER                         | Orig Tax<br>Pavodle Sep        | LD NIM                                    | 8 <b>2:s</b> ;   |                                    |  | 7 7  | 71 7                           | No verittes,                            |                              | i.                          |                                       |                | •        |
| . 2                            | TO ACTURE OCH                  | <b>WELL</b>                               |  |                                    | •  |  | ATOIN,                         |   |                              |                             |                                       | <i>,</i>       |          |
| # <u>_3</u>                    | 308                            | 3427                                      | 60   |                                    |  | <b>Z</b>   <b>X</b>  | VII                            | 1                                       |                              | <i></i>                     | I                                     |                |          |
| <b>#</b> _                     |                                |   |  |                                    | BY   |  | $XI^{\circ}$                   |   |                              |                             |                                       | <del>.</del> . |          |
| Storage Book                   | act or training                | ionion -                                  |  |                                    |  | on 4.  | mobell                         | CER                                     |                              |                             |                                       |                | •        |
| #                              |                                |   |  |                                    |  | Tonnal I   | a Part                         | James Contraction                       |                              |                             | 1                                     |                |          |
| Portonia                       | or Devolups                    |   |  | <del>-</del>                       | SAN DIEG   | CREDUTA  | SOCIATIO                       | N,                                      |                              |                             |                                       |                |          |
| #                              |                                | स्स म्यक्र                                | omed ,   |                                    | By   | tran.  | MA                             | 4                                       | Λ                            |                             |                                       |                |          |
|                                |                                |   |  | -                                  | מים מים  | BR POLE  | AND PAYE                       | (vue)                                   | 7                            |                             | Ī                                     |                |          |
|                                |                                |   |  |                                    | uncu   | ~~~ <i>#</i> • )!  | unkner/                        | Presid                                  | ent                          |                             | Ū                                     |                |          |

#### BILL OF SALE

### GENERAL CONVEYANCE, BILL OF SALE AND ASSIGNMENT

San Diego Wholesale Credit Association, as assignee of Ymedia Corporation, a California corporation. ("Seller") hereby grants, conveys, transfers, assigns, sets over and delivers, as of August 26, 2002 (the "Effective Date"), unto Dialog Semiconductor Inc. ("Buyer") pursuant to that certain Asset Purchase Agreement between the Seller and Buyer dated as of August 23, 2002 (the "Purchase Agreement"), all of the Seller's right, title and interest in and to all the assets and properties (whether tangible or intangible and whether real, personal or mixed and whether owned or leased by Seller), of every kind, character and description and wherever situated identified in Exhibits "A" and "B" to the Purchase Agreement (and excluding the Excluded Assets), which is incorporated herein by reference (collectively, the "Purchased Assets"). Unless defined herein, capitalized terms used herein have the same meaning ascribed to them in the Purchase Agreement.

TO HAVE AND TO HOLD the Purchased Assets unto Buyer, its successors and assigns forever.

The Purchased Assets are being sold to Buyer "as is and where is, with all faults and Encumbrances, if any", in the condition they are in as of the effective date, and no warranties, express or implied, have been made by Seller regarding the property whatsoever, including, but not limited to, warranties regarding whether the property is free and clear of all Liabilities, liens, Encumbrances and creditors' rights and warranties regarding the property's physical condition, capacity, quality, value, workmanship, operating capability or performance, or its compliance with applicable laws, or its fitness or suitability for Buyer's purposes. No warranties, express or implied, contained in the uniform commercial code or otherwise (including, without limitation, the implied warranty of merchantability and the implied warranty of fitness for a particular purpose) shall apply to the sale of the property, and Buyer hereby disclaims and negates the right to any such warranties.

All of Seller's interest in the Purchased Assets shall automatically be deemed to have been transferred and assigned to Buyer as of the Closing Date (as defined in the Purchase Agreement). Pending such formal transfer and assignment, Buyer shall be entitled to the full economic benefit of ownership of the Purchased Assets, to the extent of Seller's interest therein, and as provided in the Purchase Agreement.

SELLER HEREBY CONSTITUTES and appoints Buyer and Buyer's successors and assigns, the true and lawful attorneys of Seller with full power of substitution, in the name of Seller or otherwise, and on behalf and for the benefit of Buyer, its successors and assigns, to demand and receive from time to time any and all of Seller's interest in the Purchased Assets transferred or intended so to be under the Purchase Agreement; to give receipts, releases and acquittances for or in respect of the same or any part thereof; and to take any action necessary to effect the transfer to Buyer of full legal title in and beneficial ownership (but only to the extent of Seller's right, title and interest in the Purchased Assets) of any Purchased Asset hereby

transferred and assigned or intended so to be. Seller declares that the foregoing powers are coupled with an interest and shall not be revocable by it in any manner or for any reason.

SELLER FOR ITSELF AND ITS SUCCESSORS, AGREES THAT they or such successors will hereafter cause the execution and delivery of any further assignments, instruments of transfer, bills of sale, powers of attorney or conveyances and perform other acts, as may be necessary or desirable fully to vest in Buyer title to and enjoyment of the Purchased Assets assigned and transferred or intended so to be pursuant to the Purchase Agreement (but only to the extent of Seller's interest therein).

IN WITNESS WHEREOF, Seller has caused this Ceneral Conveyance, Bill of Sale and Assignment to be executed as of the date first written above.

"SELLER"

San Diego Wholesale Credit Association

Name:

Title: